UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
LIGHTSQUARED INC., *et al.*,	)	Case No. 12-12080 (SCC)
Debtors.[1]	)	Jointly Administered

ORDER AUTHORIZING LIGHTSQUARED TO FILE UNDER SEAL PORTIONS OF EXHIBITS ATTACHED TO LIGHTSQUARED'S MOTION FOR ENTRY OF ORDER, PURSUANT TO 11 U.S.C. §§ 105(a) AND 363, AUTHORIZING LIGHTSQUARED TO (A) ENTER INTO AND PERFORM UNDER LETTERS RELATED TO $1,515,000,000 SECOND LIEN EXIT FINANCING ARRANGEMENTS, (B) PAY FEES AND EXPENSES IN CONNECTION THEREWITH, AND (C) PROVIDE RELATED INDEMNITIES

Upon the motion (the "Motion")[2] of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, "LightSquared") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), at the direction of the special committee of the boards of directors (the "Special Committee") for LightSquared Inc. and LightSquared GP Inc., and on behalf of the Plan Proponents, for entry of an order (the "Order"), pursuant to sections 105 and 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules), (a) authorizing LightSquared to file under seal portions of the exhibits (the

[1] The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629), and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.

[2] All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion, the Exit Financing Motion, or the *Modified Second Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* [Docket No. 2238] (as may be further amended or modified, the "Plan"), as applicable.

"Sealed Exhibits") to *LightSquared's Motion for Entry of Order, Pursuant to 11 U.S.C. §§ 105(a) and 363, Authorizing LightSquared To (A) Enter Into and Perform Under Letters Related to $1,515,000,000 Second Lien Exit Financing Arrangements, (B) Pay Fees and Expenses in Connection Therewith, and (C) Provide Related Indemnities* (the "Exit Financing Motion"), and (b) directing that the Sealed Exhibits remain under seal and not be made available to anyone other than the U.S. Trustee or the Protective Order Parties, all as more fully set forth in the Motion; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing, and the Court having found, that the relief requested in the Motion is in the best interests of LightSquared, its estates, its creditors, and other parties in interest; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Motion is granted.

2. Pursuant to sections 105 and 107(b) of the Bankruptcy Code and Rule 9018 of the Bankruptcy Rules, LightSquared is authorized to file the Sealed Exhibits under seal.

3. The Sealed Exhibits (and any information derived from the Sealed Exhibits) shall remain confidential and shall not be made available to anyone other than the U.S. Trustee or the Protective Order Parties.

4. LightSquared is authorized and empowered to take all other actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. The requirements set forth in Rule 9013-1(a) of the Local Rules for the Bankruptcy Court for the Southern District of New York are satisfied.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: March 26, 2015
New York, New York

/S/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE